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Purpose

The purpose of the Governance & Human Resources Committee (Committee) is:

1. To advise and make recommendations to the Board of Directors (Board) on matters related to Board, Committee and individual Director effectiveness and contribution; Officer, Committee Chair and Director recruitment and succession; Director orientation and education; people and culture risk

oversight; human resources; and By-laws; and

2. To oversee compliance with the *Director Code of Conduct*, the *Director Conflict of Interest Policy*, and the *Whistleblower Policy and Procedure*.

Responsibilities

The Committee shall:

1. Ensure processes are in place and recommendations made to the full Board on the following matters:
 - Board and Management succession planning, including recommendation of the Chair of the Board (Board Chair), Committee Chairs and Officers;
 - Board, Committee and Director performance evaluation;
 - Annual awards and recognition;
 - Board orientation and education;
 - Risk evaluation (People and Culture);
 - Human resources; and
 - Ethical conduct, conflicts of interest and whistleblowing.
2. Review governance opportunities and recommendations regularly, and recommend the foregoing to the Board for review, approval and implementation;
3. Engage Management through the CEO, to complete all work, research and analysis, and to do all such other acts or things, as necessary or advisable, to assist the Committee in the preparation of its recommendations for presentation to the Board;
4. In collaboration with Committee Chairs, take all reasonable steps to ensure that the coordination of agendas, work plans and calendars of responsibilities of other Committees are established and fulfilled;

Board and Management Succession Planning

The Committee shall:

1. Receive, and review the Director Competency and Attribute Matrix, to be completed by each Director, with a supporting résumé and written narrative, for the Board as a whole, to determine the desired Competencies and Attributes of a prospective Director(s) and any other necessary recruitment needs;
2. Oversee the Board and community Committee recruitment and nomination process, including advertisement, submission of résumés, completion of the Competency and Attribute Matrix survey, interviews, background checks, retention of a Director search firm in the Committee's discretion, and recommendation to the Board of prospective Director candidates and community Committee representatives, for Board approval and Member election;
3. Take all reasonable steps to ensure succession planning for the Board Chair, and oversee and implement the process for recommending in writing to the Board, for review and approval, the

selection of the Board Chair, which shall include, in no particular order, the following criteria: consideration of displayed Competencies and Attributes; leadership experience and development; the available talent pool; diversity; confidential consultations with each Director; and declaration and management of any conflicts of interest;

4. Provide annual written recommendation to the Board for review and approval the appointment of Committee Chairs and annual slate of Officers, employing each of the criteria in the immediately foregoing item;
5. Review and advise upon the Senior Management and Physician emergency and permanent succession plans (not including the CEO and Chief of Staff plans);

Board, Committee and Director Evaluation

The Committee shall:

1. Take all reasonable steps to ensure that the annual Board, Committee, and Director effectiveness and contribution evaluation is conducted, and that the results, including a Professional Development Plan for each Director, are implemented;
2. Recommend to the Board, for review and approval, annually, Board and Committee composition, size, structure and membership;
3. Review governance policies and procedures, including but not limited to Roles and Responsibilities for the Board, Governance Guidelines, Committee Terms of Reference, and Position Descriptions, every two years, and recommend updates or revisions to the Board for review and approval;
4. Review By-laws (including administrative and professional staff) every two years(or as required) and recommend updates or revisions to the Board, and Members as applicable, for review and approval;

Board Orientation and Education

The Committee shall:

1. Take all reasonable steps to ensure that, within a reasonable period of time, prior to or following the appointment of a Director to the Board (or a Community Member to the Committee), the requirements of the Director Orientation Program (or select items therein for a Community Member) is fulfilled by each new Director (or Community Member);
2. Take all reasonable steps to ensure that flexible requirements of Osler's Director Education Program are fulfilled by each Director, including processes and opportunities in place to ensure ongoing education is available and provided to each Director, as requested and appropriate, on the issues of, without limitation, financial literacy, governance, health care, hospital operations, human resources and technology;
3. Establish, in consultation with the Board Chair, the CEO, and the Director, Board Relations, the Agenda and supporting information for the Annual Governance and Strategy Retreat.

Enterprise Risk Management Oversight

The Committee shall:

1. Take all reasonable steps to ensure that there is a defined process for measuring and receiving Employee engagement, wellness and culture feedback;
2. Provide oversight of Enterprise Risk Management reports on culture and wellness capital risk;
3. Recommend quarterly reports to the Board of Directors, for review, as part of the Enterprise Risk Management Framework, the identification of people and culture risk; the internal controls to mitigate such risks; and assurance that the internal controls are effective and are being monitored;

Human Resources

The Committee shall:

1. Review the senior management and physician succession plans (other than the CEO and Chief of Staff);
2. Review reports from Management to ensure that Osler takes all reasonable and necessary steps to be a safe and healthy workplace, free of workplace violence, harassment and discrimination, and in compliance with human resource, occupational health and safety related legislation;
3. Review reports from Management with respect to major organizational structure changes and critical labour relations issues.

Ethical Conduct, Conflicts of Interest and Whistleblowing

The Committee shall:

1. Review, approve and oversee compliance with the *Director Code of Conduct* and the *Director Conflict of Interest Policy*, and receive annual reporting confirming communication, training, compliance with, and internal controls over the stated policies.
2. Respond to situations involving a perceived or real conflict of interest by a Director or a possible breach of the *Director Code of Conduct* and the *Director Conflict of Interest Policy*;
3. Review, annually, compliance with the *Whistleblower Policy and Procedure*, material disclosure or concerns and their remedy, and, from time to time, review reports on sensitive matters received through the *Whistleblower Policy and Procedure*;
4. Undertake such other activities as may be authorized by the Board from time to time.

Leadership and Membership

The Board Chair, in consultation with the Governance & Human Resources Committee, and upon approval of

the Board, shall appoint a member of the Committee, who is an elected member of the Board, to be Chair of the Committee (Committee Chair).

Members of the Committee shall include: (i) a minimum of three (3) Directors, as appointed from among elected Members of the Board, including the Committee Chair and including the Chair of the Board (Board Chair) who shall be an ex-officio Member of the Committee; and (ii) the President and CEO (CEO).

Term

The term of appointment of Members of the Committee shall be for one (1) year, renewable up to three (3) years maximum, other than ex-officio Members (Board Chair and CEO), or at the request of the Board.

Management Resource and Other Support for the Committee

The Management resource for the Committee shall be the Director, Board Relations.

Quorum

As set out in section 3.4 of [By-Law Number 1 Administrative By-law](#), for a meeting to be held, quorum shall constitute a majority of members with at least a majority of elected members being present, whether present in person, or by telephone, video or other electronic means.

Accountability

The Committee is accountable to the Board.

Meeting Frequency

The Committee will meet at least twice in each twelve-month period or more often as the Committee Chair deems appropriate.

Notice of Meeting

Meetings of the Committee may be called by the Committee Chair, by two other Committee Members, or by the Board Chair by providing notice not fewer than two days before the meeting is to take place. Such notice shall be given by personal delivery or by electronic means to the address of the Member shown on the records of Osler. Despite the foregoing, meetings of the Committee may be held at any time without notice if all the Members are present; or those Members who are absent waive notice or signify their consent in writing to the Committee with respect to the meeting being held in their absence.

Attendance by Non-members

Attendance by non-members of the Committee will be at the discretion of the Committee Chair.

Committee Reporting to the Board

Unless extraordinary circumstances prevent it from doing so, the Committee shall report on its activities to the Board, orally or in writing, following each meeting of the Committee.

Minutes of Meetings

Minutes and written reporting of Committee meetings shall be made available at the next Committee meeting and will be shared with all Directors at the next scheduled meeting of the Board.

In-Camera Sessions

The Committee, at the Committee Chair's discretion, may meet In-Camera or with others, to discuss matters relevant to these Terms of Reference. In-Camera Meetings are minuted and are generally held for the following purposes: physician matters, employment matters, litigation, negotiation of material contracts, and some governance matters such as evaluation results. Depending on the topic discussed all members of the Committee including ex-officio members are required to participate during these sessions.

Informal Sessions of Independent Directors

Informal sessions of Independent (elected) Directors without Management, other employees or ex-officio Directors present shall be held at the completion of each Committee meeting. There are no agendas created or minutes taken for or at such sessions.

Access by the Committee

The Committee will have access to Osler's Management and to such documentation, personnel or resources as directed through the CEO and/or Director, Board Relations as the Committee determines necessary to fulfill these Terms of Reference.

Committee Work Plan

The Committee Chair shall oversee the Director, Board Relations, in preparing a written work plan and calendar annually to take all reasonable steps to ensure that the annual and ongoing responsibilities of the Committee are scheduled and fully addressed. The plan shall be presented to the Committee for its approval. The Director, Board Relations, shall also maintain a rolling register of outstanding matters for completion.

Committee Orientation and Continuing Education

Members shall receive formal and scheduled orientation on the Committee's responsibilities and objectives, and ongoing continuing education as requested by the Committee.

Committee Evaluation

The Board and Committee shall annually review in writing, discuss, and evaluate the effectiveness and contribution of the Committee and its Members.

Terms of Reference Amendment and Review

To honor the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to these Terms of Reference is delegated to the Director, Board Relations, who will report any amendments to the Governance & Human Resources Committee at its next meeting.

The Terms of Reference will be evaluated by this Committee each year at its first meeting of the new Board cycle. Updates and revisions shall be recommended to the Board for review and approval.